

FGP LIMITED

CIN: L26100MH1962PLC012406

Registered Office - Commercial Union House, 9- Wallace Street, Fort, Mumbai - 400 001

Tel : 2207 0273/ 2201 5269; Email : investors@fgpltd.in; Website : www.fgpltd.in

September 27, 2022

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Security Code: 500142

Sub: Disclosure under Regulation 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Summary of the proceedings and details of the voting results of the Sixtieth Annual General Meeting of the Company

Dear Sir,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI Listing Regulations, we enclose herewith the summary of the proceedings of the Sixtieth Annual General Meeting ('AGM') of the Company, held on September 27, 2022 at 2.30 p.m. through Video Conferencing facility or other audio-visual means, as **Annexure A**.

Further, pursuant to Regulation 44(3) of the Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, we are also submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format along with the Consolidated report of the Scrutinizer on the remote e-voting and e-voting conducted at the AGM as **Annexure B** and **Annexure C** respectively.

Based on the Scrutinizer's Report, all the resolutions as set out in the Notice of the Sixtieth AGM have been passed with requisite majority.

The above information shall also be uploaded on the website of the Company i.e. www.fgpltd.in and on the website of National Securities Depository Limited i.e. www.evoting.nsdl.com.

You are requested to take the same on record.

Thanking you.

Yours faithfully
For FGP Limited

Raj Shah
Company Secretary & Compliance Officer
Encl: As above.

Continuation Sheet

Brief proceedings of the Sixtieth Annual General Meeting held on Tuesday, September 27, 2022.

1. The Sixtieth Annual General Meeting of the Company ('AGM') was held on Tuesday, September 27, 2022 at 2.30 p.m. through Video Conferencing ('VC') facility or other audio visual means ('OAVM') in compliance with the General Circular No. 02/2022 dated May 05, 2022 read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 issued by the Securities and Exchange Board of India('SEBI') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').
2. Mr. H.N. Singh Rajpoot, Chairman of the Meeting after ascertaining the quorum called the meeting to order at 2.30 p.m. The Chairman then commenced the proceedings by welcoming the members to the AGM. The Chairman informed the Members that in view of the continuing COVID-19 pandemic, and to ensure social distancing norms, the Annual General Meeting of the Company was convened through Video Conferencing or Other Audio-Visual Means, in accordance with various circulars issued by MCA and SEBI in this regard and in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.
3. The Chairman then introduced the members of the Board who were attending the meeting and in particular confirmed the presence of Mr. H. C. Dalal, Chairman of the Audit Committee and Mr. Prem Kapil, Chairman of Nomination and Remuneration Committee. He further informed that the representatives of Statutory Auditors 'MVK Associates' and Secretarial Auditors 'Parikh Parekh & Associates' were also attending this meeting. Mr. Suman Kumar Mishra, Manager, Ms. Sapana Dubey, Chief Financial Officer and Mr. Raj Shah, Company Secretary were in attendance.
4. The Chairman also informed the Members that there was no proxy facility available for this Meeting in accordance with the applicable laws. The statutory registers which were required to be kept open were available for inspection electronically.
5. The Chairman informed that the Notice of the meeting was already sent to the members and therefore was taken as read. He then mentioned that there was no qualification, observation or comment in the Statutory Auditors Report or the Secretarial Auditors Report, hence, it was not required to be read at the meeting.
6. The Chairman addressed the members, inter-alia, highlighting the financial performance of the Company for the financial year 2021-22, business prospects and outlook for the current fiscal year.

Continuation Sheet

7. The Company Secretary greeted Members and informed that the Company had provided the facility of “remote e-voting” for voting on the resolutions contained in the Notice convening the AGM. He then informed that the Company had provided the facility to vote at the Meeting through e-voting platform of National Securities Depository Limited (“NSDL”) to those Members who did not exercise their vote through remote e-voting.

He further informed that Mr. Mitesh Dhaliwala (Membership No. FCS 8331 / COP No. 9511) of Parikh Parekh & Associates, Practicing Company Secretaries, was appointed as Scrutinizer for remote e-voting as well as e-voting at the AGM and he would hand over the combined report on e-voting within two working days from the conclusion of the AGM, which shall be filed with the stock exchanges and uploaded on the website of the Company and that of NSDL.

8. The Chairman then invited the Member who had registered as Speaker in advance by sending request from their registered email ID to express her views/ ask questions in the AGM. The Chairman then replied to the queries raised at the AGM.
9. The Chairman thanked the Members for attending the Meeting and declared the Meeting as concluded and informed that those Members who had not voted through remote e-voting may cast their votes during the next fifteen minutes and authorized the Company Secretary of the Company to receive the voting results and intimate the same to the Stock Exchange.
10. Items of business as mentioned in the Notice convening the AGM, which were put to vote through remote e-voting and e-voting at the AGM:

Sr. No.	Business Conducted at the AGM	Type of Resolution
1.	Adoption of Audited Financial Statements for the year ended March 31, 2022, together with Reports of the Auditors and Directors thereon.	Ordinary
2.	Re-appointment of a Director in place of Mr. H. N. Singh Rajpoot (DIN: 00080836) who retires by rotation and being eligible has offered himself for reappointment.	Ordinary
3.	Appointment of Mr. Rohin Feroze Bomanji (DIN: 06971089) as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.	Ordinary

All the resolutions at AGM were passed with requisite majority.

The AGM concluded at 2.57 P.M. (I.S.T.) (including the time provided for e-voting at the AGM).

Annexure - B

General information about company	
Scrip code	500142
NSE Symbol	
MSEI Symbol	
ISIN	INE512A01016
Name of the company	FGP LTD.
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	27-09-2022
Start time of the meeting	2:30 PM
End time of the meeting	2:57 PM

Scrutinizer Details

Name of the Scrutinizer	Mitesh Dhabliwala
Firms Name	Parikh Parekh and Associates
Qualification	CS
Membership Number	F8331
Date of Board Meeting in which appointed	26-05-2022
Date of Issuance of Report to the company	27-09-2022

Voting results

Record date	20-09-2022
Total number of shareholders on record date	20536
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	11
b) Public	29
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Directors and Auditors thereon.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4930100	4930060	99.9992	4930060	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4930100	4930060	99.9992	4930060	0	100
Public- Institutions	E-Voting	722995	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		722995	0	0	0	0	0
Public- Non Institutions	E-Voting	6241956	154991	2.4831	16462	138529	10.6213	89.3787
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6241956	154991	2.4831	16462	138529	10.6213
Total		11895051	5085051	42.7493	4946522	138529	97.2758	2.7242
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To appoint a Director in place of Mr. H.N. Singh Rajpoot (DIN: 00080836), who retires by rotation and being eligible, has offered himself for reappointment.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4930100	4930060	99.9992	4930060	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4930100	4930060	99.9992	4930060	0	100
Public- Institutions	E-Voting	722995	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		722995	0	0	0	0	0
Public- Non Institutions	E-Voting	6241956	154503	2.4752	16444	138059	10.6432	89.3568
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6241956	154503	2.4752	16444	138059	10.6432
Total		11895051	5084563	42.7452	4946504	138059	97.2847	2.7153
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Appointment of Mr. Rohin Feroze Bomanji (DIN: 06971089) as a Non-Executive Director, Non- Independent Director of the Company.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4930100	4930060	99.9992	4930060	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4930100	4930060	99.9992	4930060	0	100
Public- Institutions	E-Voting	722995	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		722995	0	0	0	0	0
Public- Non Institutions	E-Voting	6241956	154973	2.4828	16444	138529	10.6109	89.3891
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6241956	154973	2.4828	16444	138529	10.6109
Total		11895051	5085033	42.7491	4946504	138529	97.2758	2.7242
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

To,
The Chairman
FGP Limited
Commercial Union House
9, Wallace Street,
Fort, Mumbai 400 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 60th Annual General Meeting of FGP Limited held on Tuesday, September 27, 2022 at 02.30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Mitesh Dhaliwala, of Parikh Parekh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of FGP Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 60th Annual General Meeting ("AGM") of FGP Limited on Tuesday, September 27, 2022 at 02.30 p.m. (I.S.T.) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated August 10, 2022, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 , April 13, 2020, January 13, 2021 and May 05, 2022 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022.

The Company had availed the e-voting facility offered by National Securities Depository Limited's ('NSDL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Saturday, September 24, 2022 at 9:00 a.m. (IST) and ended on Monday, September 26, 2022 at 5:00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, September 20, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
54	49,46,522	97.28

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	1,38,529	2.72

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To appoint a Director in place of Mr. H.N. Singh Rajpoot (DIN: 00080836), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
53	49,46,504	97.28

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	1,38,059	2.72

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 3: Ordinary Resolution**Appointment of Mr. Rohin Feroze Bomanji (DIN: 06971089) as a Non-Executive Non- Independent Director of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
53	49,46,504	97.28

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	1,38,529	2.72

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,

MITESH
DHABLIWALA

Mitesh Dhabliwala

Parikh Parekh & Associates
Practising Company Secretaries

FCS: 8331 CP No.: 9511

111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053.

UDIN: F008331D001057192

Place: Mumbai

Dated: September 27, 2022

Digitally signed by MITESH
DHABLIWALA
Date: 2022.09.27 16:38:58
+05'30'

For FGP Ltd

RAJ DEVENDRA
SHAH

Digitally signed by
RAJ DEVENDRA SHAH
Date: 2022.09.27
18:31:30 +05'30'

Raj Shah
Company Secretary and Compliance Officer